



BellSouth Telecommunications, Inc.  
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Nashville, TN 37201-3300

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EXECUTIVE SECRETARY

January 29, 2001

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. f/k/a NEXTLINK Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 98-00123

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, Inc. f/k/a NEXTLINK Tennessee, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated November 4, 1999. Pursuant to the TRA's request, the parties have amended the Agreement to revise the Local Traffic definition.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Dana Shaffer, Attorney for XO Tennessee, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. f/k/a NEXTLINK Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 98-00123

**PETITION FOR APPROVAL OF THE**  
**AMENDMENT TO THE INTERCONNECTION AGREEMENT**  
**NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.**  
**AND XO TENNESSEE, INC. F/K/A NEXTLINK TENNESSEE, INC.**  
**PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, XO Tennessee, Inc. f/k/a NEXTLINK Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 4, 1999 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, XO and BellSouth state the following:

1. XO and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000 upon the condition that the parties delete reference to Docket No. 98-00118 from the definition of local traffic contained in the Interconnection Agreement and replace the reference to Docket No. 98-00118 with a reference to Docket No. 99-00797.

2. Pursuant to the TRA's request, the parties have amended the Agreement to revise the Local Traffic definition pursuant to the TRA's Order. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and XO within 30 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. XO and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

XO and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 30<sup>th</sup> day of JAN, 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth


#### CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail:

Dana Shaffer  
XO Tennessee, Inc.  
105 Molloy Street, Suite 300  
Nashville, TN 37201-2315

XO of Tennessee, Inc.  
Regulatory Department  
105 Molloy Street, Suite 300  
Nashville, TN 37201-2315

XO of Tennessee, Inc.  
Regulatory Department  
1730 Rhode Island Ave., NW  
Site 1000  
Washington, DC 20036

  
Guy M. Hicks

**AMENDMENT  
TO THE  
AGREEMENT BETWEEN  
XO TENNESSEE, INC.  
AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
DATED NOVEMBER 4, 1999**

Pursuant to this Amendment, (the "Amendment"), XO Tennessee, Inc. ("XO"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 ("Agreement").

WHEREAS, BellSouth and XO entered into the Agreement on November 4, 1999,  
and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Consistent with the Ruling by the Tennessee Regulatory Authority, the Agreement is hereby amended to delete the definition of Local Traffic in Part B of the General Terms and Conditions and replace with the following definition:

Local Traffic is defined as any telephone call that originates in one exchange and terminates in either the same exchange, or a corresponding Extended Area Service ("EAS") exchange. The terms Exchange, and EAS exchanges are defined and specified in Section A3. Of BellSouth's General Subscriber Service Tariff. Consistent with the Tennessee Regulatory Authority's decision in Docket 99-00797, traffic that originated from or terminates to an enhanced service provider or information service provider shall be treated as Local Traffic for purposes of reciprocal compensation.

2. All of the other provisions of the Agreement, dated November 4, 1999, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

XO Tennessee, Inc.

By: [Signature]

Name: R. Gerard Salemm

Title: Senior Vice President

Date: 1-24-01

BeSouth Telecommunications, Inc.

By: [Signature]

Name: Elizabeth R.A. Shiroishi

Title: Managing Director

Date: 1-24-01